

BY-LAWS

of the

SITZMARKER'S SKI CLUB (Incorporated)

Amendments: 05/14/07, 01/09/08, 2/04/08, & 02/17/09

ARTICLE I

Corporate Powers

1. The corporate powers of this Club shall be vested in a Board of Directors, consisting of the elected and appointed Club Officers, who shall be members in good standing with the Club.
2. The Directors shall be elected at an annual meeting of the Club and shall serve for one year or until their successors are elected. Vacancies in the Board of Directors shall be filled by the President with the approval of the Directors and such member so appointed shall serve until the next annual election.

ARTICLE II

Board of Directors

1. The Board of Directors shall be composed of the Club Officers as defined by Article III.
2. Six members of the Board of Directors shall constitute a quorum at any regular or special assembled meeting of the Directors.
3. The Board of Directors shall authorize expenditures of funds and the occurrence of indebtedness. The Executive Board described in Article IV shall have discretion to approve expenditures up to an amount approved by the Board of Directors at the beginning of each fiscal year. The President

shall also have discretion to approve expenditures up to an amount approved by the Board of Directors at the beginning of each fiscal year.

4. The Board of Directors may remove a Board member who is absent from two consecutive meetings of the Board of Directors or a total of three meetings during the course of one year.

ARTICLE III

Officers

1. The officers of the Club shall be a President, President-Elect, 1st Vice President (Membership), 2nd Vice President (Ski Trip Coordinator), Secretary, Treasurer, Sergeant- at- Arms, Newsletter Editor, Sports Coordinator, Social Events Coordinator, Special Events Coordinator, E-mail Coordinator, Web Master, and such other officers as the Board of Directors may elect.

Amendment History:
02/17/09 (effective 05/01/09): To eliminate the position of Raffle Coordinator as an elected position.

2. The Club Officers shall be elected by a majority of the voting members. Members may vote in person at the Election or members may vote by mailing their ballot to the post office box. The mailed ballots must be received by 5:00 p.m. on Election Day.

Amendment History:
05/14/07: To add the means to include absentee ballots.
01/08/08: To correct the month of the annual meeting so the By-laws are consistent with the Articles of Incorporation.
02/05/08: The Club will no longer accept emailed ballots.

3. The duties of the Officers are as follows:
 - a. The President shall preside over all Club meetings and be the official representative of the Club. The President of the Club shall appoint necessary committee chairpersons with the approval of the Board of Director's. The President shall have signature authority for the Club checking account.
 - b. The President Elect shall perform the duties of the President when the President is unable or unavailable to perform such duties. It is the intent that the President Elect incumbent succeed to the position of President.
 - c. The Secretary shall:
 1. Keep full and complete records of the proceedings of the Board of Directors.
 2. Update and maintain Club documents and distribute the By-laws and Club policies to the incoming Board of Directors.
 3. File the Annual Corporation Report to the State of New Mexico Corporation Commission.
 4. At the end of the outgoing Secretary's term, the outgoing Secretary shall give electronic copies of all Club documents to the incoming Secretary and the incoming President.
 - d. The Treasurer shall:
 1. Receive and keep all funds of the Club and deposit the same in such bank or banks as may be designated by the Board of Directors. Funds shall be disbursed upon the signature of the Treasurer up to a predetermined dollar limit per check. Above this predetermined dollar limit, the signature of an additional Director will be required. This limit shall be set at the beginning of each club fiscal year by the new Board of Directors.

2. Prepare a monthly financial statement and electronically distribute it to the Board of Directors.
 3. The outgoing Treasurer shall prepare and submit an annual income tax return.
- e. The Sergeant at Arms shall arrange a location and programs for the general meetings and maintain discipline as directed by the presiding officer of the Club.

ARTICLE IV

Executive Board

The Executive Board shall consist of the President, President-Elect, Secretary, Treasurer, and a fifth member to be selected by the newly elected Board each year. The Executive Board shall be empowered to make decisions and authorize expenditures between regular meetings when such decisions need to be made quickly. Three members of the Executive Board shall constitute a quorum. The Executive Board shall report to the Board of Directors at the next scheduled Board meeting the results of any decisions.

ARTICLE V

Fiscal Year

The fiscal year shall begin on May 1st and end on April 30th of the following year.

ARTICLE VI

Meetings

The Club shall hold its annual meeting in April at a time and place determined by the Board of Directors.

Amendment History

01/08/08: To correct the month of the annual meeting so the By-laws are consistent with the Articles of Incorporation.

The Club shall hold monthly general meetings at a time and place determined by the Board of Directors. All general meetings shall be duly publicized.

Board meetings shall be held at a time and place to be determined by the President. Meetings of the Board of Directors shall be duly publicized to all Directors and Committee Chairmen.

Special meetings of the Club and of the Board of Directors may be called from time to time by the President or at the written request of three members of the Board of Directors.

ARTICLE VII

Membership

Application for membership shall be made to any officer of the Club and processed by the 1st Vice President (Membership). Dues shall be set by the Board of Directors. The membership year shall begin on November 1st and end on October 31st of the following year. Summer membership shall begin on April 1st and end on October 31st of the same year. Members may join as individuals or as couples. Associate memberships may be available for individuals living outside the State of New Mexico.

Membership of an individual may be revoked by a unanimous decision of the assembled Board for inappropriate behavior or just cause. Participation in specific Club activities may be restricted if the member's participation is judged to present a danger to himself/herself or others as determined by a unanimous decision of the assembled Board.

ARTICLE VIII

Amendments

Amendments to these by-laws may be proposed at the meeting of the Board of Directors or at a general meeting. To become effective, the amendments must receive a two-thirds majority vote of the assembled Board of Directors.

The undersigned Secretary of the Sitzmarker's Ski Club, Incorporated does hereby certify that the foregoing By-laws were duly adopted by the members of said Club as the amended By-laws of said Club on _____ 2005 and that the same do now constitute the By-laws of said Club.

Secretary

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

The foregoing instrument was acknowledged before me this _____ day of _____ by _____

_____ My Commission Expires:
Notary Public

The State Public Regulation Commission, 1120 Paseo de Peralta, Santa Fe, (505) 827-4500 changed the state Statute for not-for-profit and non-profit organizations June 1, 2003. By-Laws for these organizations are to "reside with the principle place of business". The Statute referenced is #53812 and a copy of the statue will be on file with the secretary.